

OSTER
Researching Services

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RECORDATION NO. 25498 FILED

MAR 16 '05 10-31 AM

SURFACE TRANSPORTATION BOARD

March 16, 2005

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Lease dated 2/15/05 including the following parties and railroad equipment:

Lessor: Rocky Mountain Transportation Services, Inc.
6850 W. 52nd Avenue, #103
Arvada, CO 80002

Lessee: Ampro
2305 O'Kelley Road
Gainesville, GA 30507

Equipment: 10, Used 100-ton Covered Hoppers
NAHX 475174, 510169, 890716
PLCX 16475, 16529, 16588, 21226, 28591
PTLX 15335, 34587

Please record this agreement as a primary document. The filing fee of \$32 is enclosed.
Thank you for your assistance.

Summary: Memorandum of Lease dated 2/15/05 between Rocky Mountain Transportation Services, Inc. as Lessor and Ampro as Lessee including 10, Used 100-ton Covered Hoppers as listed above.

Sincerely,



Mary Ann Oster
Research Consultant

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Memorandum of Lease

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of February 15, 2005 by and between Rocky Mountain Transportation Services, Inc., a Colorado corporation ("Lessor") and Ampro, a Georgia corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Car Leasing Agreement dated as of December 27, 2004 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Rider 01 dated December 27, 2004 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Ten (10) Used 100-Ton Gravity Covered Hopper Cars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:
Rocky Mountain Transportation Services, Inc.

LESSEE:
Ampro

By: X Teri L. Cossabow
Name: X Teri L. Cossabow
Title: X President

By: X E. Scott DuChette
Name: X E. Scott DuChette
Its: X President

STATE OF COLORADO
COUNTY OF JEFFERSON

On this 2nd day of March, 2005 before me personally appeared,
Teri L. Coffenbow to me personally known, who being by me duly sworn, says that s/he is the
President of Rocky Mountain Transportation Services, Inc., a Colorado corporation, that said instrument was
signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free
act and deed of said corporation.

[Seal]

Melissa Bustamante
Notary Public

My commission expires: 01/04/2009STATE OF Georgia
COUNTY OF Hall

On this 28th day of February, 2005 before me personally appeared, John D. Owens
to me personally known, who being by me duly sworn, says that s/he is the President of Ampco, a Georgia
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.

[Seal]

John D. Owens
Notary Public
Notary Public, Hall County, Georgia

My commission expires: MY COMMISSION EXPIRES MAY 20, 2007

**SCHEDULE A TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT
DATED AS OF FEBRUARY 15, 2005**

Ten (10) Used Gravity Covered Hopper Cars manufactured by North American Car bearing the following marks:

<i>UNIT NO.</i>	<i>CAR NO.</i>
NAHX	475174
NAHX	510169
NAHX	890716
PLCX	16475
PLCX	16529
PLCX	16588
PLCX	21226
PLCX	28591
PTLX	15335
PTLX	34587